

UNITED STATES BANKRUPTCY COURT  
\_\_\_\_ MIDDLE \_\_\_\_ DISTRICT OF \_\_\_\_ FLORIDA \_\_\_\_  
\_\_\_\_ JACKSONVILLE \_\_\_\_ DIVISION

|                                 |   |                            |
|---------------------------------|---|----------------------------|
| IN RE:                          | } | CASE NUMBER                |
|                                 | } | <u>3:16-bk-02232-PMG</u>   |
| <u>PREMIER EXHIBITIONS INC.</u> | } |                            |
|                                 | } | JUDGE <u>PAUL M. GLENN</u> |
|                                 | } |                            |
| DEBTOR.                         | } | CHAPTER 11                 |

DEBTOR'S STANDARD MONTHLY OPERATING REPORT (BUSINESS)

FOR THE PERIOD  
FROM June 14, 2016 TO June 30, 2016

Comes now the above-named debtor and files its Monthly Operating Reports in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

/s/ Daniel F. Blanks  
Attorney for Debtor's Signature

Debtor's Address  
and Phone Number:

Attorney's Address  
and Phone Number:

Premier Exhibitions, Inc.  
3045 Kingston Court, Suite I  
Peachtree Corners, GA 30071  
+1 (404) 842-2600

Nelson Mullins (Attn: Daniel Blanks)  
50 N. Laura Street, 41st Floor  
Jacksonville, FL 32202  
+1 (904) 665-3600

Note: The original Monthly Operating Report is to be filed with the court and a copy simultaneously provided to the United States Trustee Office. Monthly Operating Reports must be filed by the 20<sup>th</sup> day of the following month.

For assistance in preparing the Monthly Operating Report, refer to the following resources on the United States Trustee Program Website, [http://www.usdoj.gov/ust/r21/reg\\_info.htm](http://www.usdoj.gov/ust/r21/reg_info.htm)

- 1) Instructions for Preparations of Debtor's Chapter 11 Monthly Operating Report
- 2) Initial Filing Requirements
- 3) Frequently Asked Questions (FAQs) <http://www.usdoj.gov/ust/>

**SCHEDULE OF RECEIPTS AND DISBURSEMENTS**  
**FOR THE PERIOD BEGINNING June 14, 2016 AND ENDING June 30, 2016**

Name of Debtor: PREMIER EXHIBITIONS, INC. . Case Number 3:16-bk-02232-PMG

Date of Petition: June 14, 2016

**Not Applicable**

**I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.**

This 29<sup>th</sup> day of July, 2016. \_\_\_\_\_ (Signature)

  
Jerome Henshall

**Detail of Other Receipts and Other Disbursements**

**OTHER RECEIPTS:**

Describe Each Item of Other Receipt and List Amount of Receipt. Write totals on Page MOR-2, Line 2C.

**Not Applicable**

**"Other Receipts" includes Loans from Insiders and other sources (i.e. Officer/Owner, related parties directors, related corporations, etc.). Please describe below:**

**Not Applicable**

**OTHER DISBURSEMENTS:**

Describe Each Item of Other Disbursement and List Amount of Disbursement. Write totals on Page MOR-2, Line 5W.

**Not Applicable**

**NOTE: Attach a current Balance Sheet and Income (Profit & Loss) Statement**

**Please refer to Appendix**

**ATTACHMENT 1**

**MONTHLY ACCOUNTS RECEIVABLE RECONCILIATION AND AGING**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

ACCOUNTS RECEIVABLE AT PETITION DATE: **\$0**

**ACCOUNTS RECEIVABLE RECONCILIATION**

(Include all accounts receivable, pre-petition and post-petition, including charge card sales which have not been received):

**Not Applicable**

**POST PETITION ACCOUNTS RECEIVABLE AGING**

(Show the total for each aging category for all accounts receivable)

**Not Applicable**

For any receivables in the "Over 90 Days" category, please provide the following:

**Not Applicable**

**ATTACHMENT 2**  
**MONTHLY ACCOUNTS PAYABLE AND SECURED PAYMENTS REPORT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

In the space below list all invoices or bills incurred and not paid since the filing of the petition. Do not include amounts owed prior to filing the petition. In the alternative, a computer generated list of payables may be attached provided all information requested below is included.

**POST-PETITION ACCOUNTS PAYABLE**

**Not Applicable**

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**ACCOUNTS PAYABLE RECONCILIATION (Post Petition Unsecured Debt Only)**

**Not Applicable**

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**SECURED PAYMENTS REPORT**

**Not Applicable**

**ATTACHMENT 3**  
**INVENTORY AND FIXED ASSETS REPORT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

**INVENTORY REPORT**

**Not Applicable**

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**INVENTORY AGING**

**Not Applicable**

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**FIXED ASSET REPORT**

**Not Applicable**

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**ATTACHMENT 4A**

**MONTHLY SUMMARY OF BANK ACTIVITY - OPERATING ACCOUNT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at [http://www.usdoj.gov/ust/r21/reg\\_info.htm](http://www.usdoj.gov/ust/r21/reg_info.htm). If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

NAME OF BANK: **NA** BRANCH: **NA**

ACCOUNT NAME: **NA** ACCOUNT NUMBER: **NA**

PURPOSE OF ACCOUNT: Operating

**The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment 4D:**

(☐ Check here if cash disbursements were authorized by United States Trustee)

**Not Applicable**

**TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS**

**Not Applicable**

**ATTACHMENT 5A**

**CHECK REGISTER - TRUST ACCOUNT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: **NA** BRANCH: **NA**

ACCOUNT NAME: **NA** ACCOUNT NUMBER: **NA**

PURPOSE OF ACCOUNT: Operating

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

**Not Applicable**



**ATTACHMENT 4B**

**MONTHLY SUMMARY OF BANK ACTIVITY - PAYROLL ACCOUNT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity.

NAME OF BANK: **NA** BRANCH: **NA**

ACCOUNT NAME: **NA** ACCOUNT NUMBER: **NA**

The following disbursements were paid by Cash: (☐ Check here if cash disbursements were authorized by United States Trustee)

**NA**

The following non-payroll disbursements were made from this account:

**NA**

**ATTACHMENT 5B**  
**CHECK REGISTER - PAYROLL ACCOUNT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: **NA** BRANCH: **NA**

ACCOUNT NAME: **NA**

ACCOUNT NUMBER: **NA**

PURPOSE OF ACCOUNT: PAYROLL

Account for all disbursements, including voids, lost payments, stop payment, etc. In the alternative, a computer generated check register can be attached to this report, provided all the information requested below is included.

**Not Applicable**

**ATTACHMENT 4C**

**MONTHLY SUMMARY OF BANK ACTIVITY - TAX ACCOUNT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found on the United States Trustee website, <http://www.usdoj.gov/ust/r21/index.htm>.

NAME OF BANK: **NA** BRANCH: **NA**

ACCOUNT NAME: **NA** ACCOUNT NUMBER: **NA**

PURPOSE OF ACCOUNT: TAX

The following disbursements were paid by Cash: (☐ Check here if cash disbursements were authorized by United States Trustee)

**Not Applicable**

The following non-tax disbursements were made from this account:

**Not Applicable**

**ATTACHMENT 5C**

**CHECK REGISTER - TAX ACCOUNT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

NAME OF BANK: **NA** BRANCH: **NA**

ACCOUNT NAME: **NA** ACCOUNT # **NA**

PURPOSE OF ACCOUNT: TAX

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer-generated check register can be attached to this report, provided all the information requested below is included.

**Not Applicable**

SUMMARY OF TAXES PAID

**Not Applicable**

**ATTACHMENT 4D****INVESTMENT ACCOUNTS AND PETTY CASH REPORT****INVESTMENT ACCOUNTS**

Each savings and investment account, i.e. certificates of deposits, money market accounts, stocks and bonds, etc., should be listed separately. Attach copies of account statements.

| Invest. Type          | Face Value | Purchase Price | Date of Purchase | Market Value   |
|-----------------------|------------|----------------|------------------|----------------|
| Bank of America<br>CD | \$800,000  | \$800,000      | March 31, 2014   | [\$800,957.55] |

Please refer to Appendix for account statement

**PETTY CASH REPORT**

The following Petty Cash Drawers/Accounts are maintained:

**Not Applicable**

For any Petty Cash Disbursements over \$100 per transaction, attach copies of receipts. If there are no receipts, provide an explanation – **Not Applicable**

**TOTAL INVESTMENT ACCOUNTS AND PETTY CASH (a + b) Not Applicable**

**ATTACHMENT 6**

**MONTHLY TAX REPORT**

Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**

Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

**TAXES OWED AND DUE**

Report all unpaid post-petition taxes including Federal and State withholding FICA, State sales tax, property tax, unemployment tax, State workmen's compensation, etc.

**Not Applicable**

**ATTACHMENT 7****SUMMARY OF OFFICER OR OWNER COMPENSATION****SUMMARY OF PERSONNEL AND INSURANCE COVERAGES**Name of Debtor: **PREMIER EXHIBITIONS, INC.** . Case Number **3:16-bk-2232-PMG**Reporting Period beginning **June 14, 2016** Period ending **June 30, 2016**

Report all forms of compensation received by or paid on behalf of the Officer or Owner during the month. Include car allowances, payments to retirement plans, loan repayments, payments of Officer/Owner's personal expenses, insurance premium payments, etc. Do not include reimbursement for business expenses Officer or Owner incurred and for which detailed receipts are maintained in the accounting records.

**NA****PERSONNEL REPORT****NA****CONFIRMATION OF INSURANCE**

List all policies of insurance in effect, including but not limited to workers' compensation, liability, fire, theft, comprehensive, vehicle, health and life. For the first report, attach a copy of the declaration sheet for each type of insurance. For subsequent reports, attach a certificate of insurance for any policy in which a change occurs during the month (new carrier, increased policy limits, renewal, etc.).

| Expiration Date | Carrier                        | Phone Number       | Policy Type   | Policy Number      | Expiration Date | Date Premium Due    |
|-----------------|--------------------------------|--------------------|---|--------------------|-----------------|---------------------|
| 9/01/2016       | Lloyd's of London-             | 44 (0)20-7327 1000 | Fine Arts   | B0309GA102900d     | 9/01/2016       | First of each month |
| 9/01/2016       | Lloyd's of London              | 44 (0)20 7327 1000 | Terrorism/Sabotage                                      | B1185PD341900e     | 9/01/2016       | First of each month |
| 05/21/2017      | Hanover                        | 508-855-1000       | Workers Compensation                                    | WDY-A109235-02     | 05/21/2017      | 15th of each month  |
| 9/01/2016       | Hanover                        | 508-855-1000       | General Liability                                       | ZBYA105560-02      | 9/01/2016       | First of each month |
| 9/15/2016       | Hanover                        | 508-855-1000       | Property  | ZBYA105560-02      | 9/15/2016       | 15th of each month  |
| 9/15/2016       | Hanover                        | 508-855-1000       | Automobile Liability                                    | ADYA105561-02      | 9/15/2016       | 15th of each month  |
| 9/15/2016       | Hanover                        | 508-855-1000       | Umbrella Liability                                      | UHYA105564-02      | 9/15/2016       | 15th of each month  |
| 9/15/2016       | Hanover                        | 508-855-1000       | Theatrical Property                                     | ZHYA105563-02      | 9/15/2016       | 15th of each month  |
| 9/30/2016       | AIG                            | 800-480-5153       | Special Risk  | 21-476-556         | 9/30/2016       | First of each month |
| 11/05/2016      | ACE                            | 215-640-1000       | Exporters Pkg (International)                           | D37555526004       | 11/05/2016      | 15th of each month  |
| 11/01/2017      | AIG/Chartis                    | 800-480-5153       | Directors & Officers Liability (2yr Extended Reporting) | 24201417           | 11/01/2017      | First of each month |
| 11/01/2016      | Liberty Insurance Underwriters | 800-677-9163       | D&O Primary \$5M Newco                                  | DONYAA7494001      | 11/01/2016      | First of each month |
| 11/01/2016      | Argonaut                       | 212-852-4850       | Excess D&O  | MLX7601647-00      | 11/01/2016      | First of each month |
| 11/01/2016      | Underwriters at Lloyds         | 44 (0)20 7327 1000 | Excess D&O \$10M XS \$10M                               | BO146ERUSA15005 77 | 11/01/2016      | First of each month |
| 11/01/2016      | Illinois National Ins          | 312-930-5400       | Excess D&O \$5M XS \$20M                                | 22119092           | 11/01/2016      | First of each month |
| 11/01/2016      | Great American Ins Co          | 800-854-3649       | Excess D&O \$5M XS \$25M                                | DFX1491056         | 11/01/2016      | First of each month |
| 11/01/2016      | AIG/Chartis                    | 800-480-5153       | Fiduciary Liability                                     | 24201422           | 11/01/2016      | First of each month |
| 11/01/2016      | AIG/Chartis                    | 800-480-5153       | Employment Practices Liability                          | 24201420           | 11/01/2016      | First of each month |
| 11/01/2016      | AIG/Chartis                    | 800-480-5153       | Crime   | 24060111           | 11/01/2016      | First of each month |
| 11/01/2016      | ACE/Chubb                      | 215-640-1000       | Cyber Liability   | 82259247           | 11/01/2016      | First of each month |

The following lapse in insurance coverage occurred this month: **Not Applicable**

☒ Check here if U. S. Trustee has been listed as Certificate Holder for all insurance policies.

**ATTACHMENT 8**

**SIGNIFICANT DEVELOPMENTS DURING REPORTING PERIOD**

Information to be provided on this page, includes, but is not limited to: (1) financial transactions that are not reported on this report, such as the sale of real estate (***attach closing statement***); (2) non-financial transactions, such as the substitution of assets or collateral; (3) modifications to loan agreements; (4) change in senior management, etc. Attach any relevant documents.

**NONE**

We anticipate filing a Plan of Reorganization and Disclosure Statement on or before **TO BE DETERMINED**.



## **APPENDIX**

**Premier Exhibitions, Inc.**

Per MOR-3

(Unaudited) Balance Sheet as at May 31, 2016

(Unaudited) Profit and Loss Statement for 5 months ending May 31, 2016

**Premier Exhibitions, Inc.**

Per MOR-13

Account statement – Bank of America Certificate of Deposit



**Premier Exhibitions, Inc.**  
**Profit and Loss Statement**  
**Months Ending May 31, 2016**

|   | 12/31/15       | 01/31/16        | 02/29/16        | 03/31/16        | 04/30/16        | 05/31/16        |
|---|----------------|-----------------|-----------------|-----------------|-----------------|-----------------|
| <b>Ordinary Income and Expense</b>          |                |                 |                 |                 |                 |                 |
| <b>Revenue</b>                              |                |                 |                 |                 |                 |                 |
| <b>Exhibition Revenue</b>                   |                |                 |                 |                 |                 |                 |
| <b>Admissions</b>                           |                |                 |                 |                 |                 |                 |
| Royalties                                   | \$150,858      |                 |                 |                 |                 |                 |
| <b>Total Admissions</b>                     | <b>150,858</b> |                 |                 |                 |                 |                 |
| <b>Total Exhibition Revenue</b>             | <b>150,858</b> |                 |                 |                 |                 |                 |
| Royalties - 3%                              |                |                 |                 |                 |                 |                 |
| <b>Total Revenue</b>                        | <b>150,858</b> |                 |                 |                 |                 |                 |
| <b>Gross Profit</b>                         | <b>150,858</b> |                 |                 |                 |                 |                 |
| <b>Operating Expenses</b>                   |                |                 |                 |                 |                 |                 |
| <b>General and Administrative</b>           |                |                 |                 |                 |                 |                 |
| <b>Insurance</b>                            |                |                 |                 |                 |                 |                 |
| Insurance - D&O Insurance                   | 18,948         | 18,948          | 18,948          | 18,948          | 18,948          | 18,948          |
| <b>Total Insurance</b>                      | <b>18,948</b>  | <b>18,948</b>   | <b>18,948</b>   | <b>18,948</b>   | <b>18,948</b>   | <b>18,948</b>   |
| <b>Other Expenses</b>                       |                |                 |                 |                 |                 |                 |
| Stock Investor Marketplace                  | 6,667          | 2,667           | 6,000           |                 |                 |                 |
| <b>Total Other Expenses</b>                 | <b>6,667</b>   | <b>2,667</b>    | <b>6,000</b>    |                 |                 |                 |
| <b>Non-Cash Expenses</b>                    |                |                 |                 |                 |                 |                 |
| <b>Stock Compensation</b>                   |                |                 |                 |                 |                 |                 |
| Stock Compensation Expense                  | 3,855          |                 |                 |                 |                 |                 |
| Employee Stock Option Comp Exp              | 2,549          | 2,549           | 2,549           | 2,549           | 2,549           | 2,549           |
| <b>Total Stock Compensation</b>             | <b>6,404</b>   | <b>2,549</b>    | <b>2,549</b>    | <b>2,549</b>    | <b>2,549</b>    | <b>2,549</b>    |
| <b>Other Non-Cash Expenses</b>              |                |                 |                 |                 |                 |                 |
| Administrative Service Fee                  | 20,279         |                 |                 |                 |                 |                 |
| <b>Total Other Non-Cash Expenses</b>        | <b>20,279</b>  |                 |                 |                 |                 |                 |
| <b>Total Non-Cash Expenses</b>              | <b>26,683</b>  | <b>2,549</b>    | <b>2,549</b>    | <b>2,549</b>    | <b>2,549</b>    | <b>2,549</b>    |
| <b>Total General and Administrative</b>     | <b>52,298</b>  | <b>24,164</b>   | <b>27,497</b>   | <b>21,497</b>   | <b>21,497</b>   | <b>21,497</b>   |
| <b>EBITDA</b>                               | <b>98,560</b>  | <b>(24,164)</b> | <b>(27,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> |
| <b>Total Operating Expenses</b>             | <b>52,298</b>  | <b>24,164</b>   | <b>27,497</b>   | <b>21,497</b>   | <b>21,497</b>   | <b>21,497</b>   |
| <b>Income from Operations</b>               | <b>98,560</b>  | <b>(24,164)</b> | <b>(27,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> |
| <b>Net Income</b>                           | <b>98,560</b>  | <b>(24,164)</b> | <b>(27,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> |
| <b>Income incl Non-Controlling Interest</b> | <b>98,560</b>  | <b>(24,164)</b> | <b>(27,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> | <b>(21,497)</b> |



July 27, 2016

PREMIER EXHIBITIONS INC  
DEBTOR IN POSSESSION CASE 16-02232  
3045 KINGSTON CT # I  
PEACHTREE CORNERS GA 30071-1231

### Valued Customer:

The account balance information you requested is listed below.

#### What you should know

|                           |                  |                     |
|---------------------------|------------------|---------------------|
| Account number ending in: | Balance date(s): | Account Balance(s): |
| 9742                      | 06/30/2016       | \$800,991.47        |

#### What you should know

The account balance may include uncollected funds and is subject to change if:

- Deposited items are returned unpaid
- A cashed item hasn't yet posted to the account
- A pending electronic, check or other activity hasn't posted to the account
- Items are presented that we're obligated or become obligated to pay under applicable law.

#### We're here to help

We value your banking relationship and look forward to assisting you with your financial needs. If you have any additional questions, please call us at 1.888.827.1812, Monday through Friday 8 a.m. - 9 p.m. or Saturday 8 a.m.-8 p.m. Eastern

Certificate of Deposit & IRA